

### Annexure - D

# FORM NO. MGT.9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS:

CIN	L92114DL1976PLC008355
Registration Date	07/10/1976
Name of the Company	Cosmo Films Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered office and contact details	1008, DLF Tower A, Jasola Distt. Centre, New Delhi – 110025, Ph: 011- 49494949
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Limited, 3E/7, Alankit Heights Jhandewalan Extn. New Delhi- 110055 Ph: 011- 42541234

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

SI. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of Semi Finished Products of Plastics (i.e. Films)	22201	100

### III. PARTICULARS OF SUBSIDIARY COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Cosmo Films Singapore Pte Ltd 10, Jalan Besar # 10-12, Sim Lim Tower, Singapore 208787 Tel: 65-6293 8089	200910018H	Subsidiary Company	100%	2(87)
2.	Cosmo Films Korea Limited 811, Sineon-Ri, Dogo-Myeon, Asan-Si, Choongnam, 336-914 South Korea	164811-0056354	Subsidiary Company	100%	2(87)
3.	Cosmo Films Japan, GK Yamatane –Nai, Tokyo-Danchisoko, 6-2-11, Iriya Adachi,-Ku,Tokyo, 121-0836, Japan	0100-03-015252	Subsidiary Company	100%	2(87)
4.	CF (Netherlands) Holdings Limited B.V. Regd. Office: Kabelweg 37,1014 BA, Amsterdam, Netherlands	34341583	Subsidiary Company	100%	2(87)



S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
5.	Cosmo Films Inc. 560, Maryland, Parkway, Hagerstown Maryland, USA 21740	26-1520669	Subsidiary Company	100%	2(87)
6.	CF Investment Holding Private (Thailand) Company Limited 100/208 Moo 3, Kamala Sub District, Kathu District, Phuket, Thailand	0835556006647	Subsidiary Company	100%	2(87)
7.	Cosmo Films Poland SP. Z.O.O Aleja Wilanowska 277, 02-73, Warsaw, Poland	0000718989	Subsidiary Company	100%	2(87)

# IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

# i) Category-wise Share Holding

Category of Shareholder		o. of Share beginning			No.		held at the e year	e end	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change During the Year
A. Promoters									
1) Indian									
Individuals/ Hindu Undivided Family	989881	NIL	989881	5.09	1118248	NIL	1118248	5.75	0.66
Central Government/ State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Bodies Corporate	135682	NIL	135682	0.70	5682	NIL	5682	0.03	(0.67)
Financial Institutions/ Banks	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Any Others (Firm)  1. Mr. Ashok Jaipuria- Registered Owner Gayatri & Annapurna- Beneficial Owner 2. Ashok Jaipuria Private Trust	7233876 100	NIL NIL	7233876 100	37.21 0.00	7508216 100	NIL NIL	7508216 100	38.62 0.00	1.41
Sub Total(A)(1)	8359539	NIL	8359539	43.00	8632246	NIL	8632246	44.40	1.40
2) Foreign									
Individuals (Non-Residents Individuals/ Foreign Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Qualified Foreign Investor	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Any Others(Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Sub Total(A)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	8359539	NIL	8359539	43.00	8632246	NIL	8632246	44.40	1.40
B. Public shareholding									
1) Institutions									
Mutual Funds/ UTI	1455	525	1980	0.01	1455	525	1980	0.01	0.00
Financial Institutions / Banks	18159	4100	22259	0.11	10097	4100	14197	0.07	(0.04)
Central Government/ State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Foreign Institutional Investors/ Foreign Portfolio investors	629537	2200	631737	3.25	394529	2150	396679	2.04	(1.21)
Foreign Venture Capital Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Qualified Foreign Investor	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Any Other (Bank Foreign)	NIL	140	140	0.00	NIL	140	140	0.00	0.00
Alternate Investment Funds	NIL	NIL	NIL	NIL	141952	NIL	141952	0.73	0.73
Sub-Total (B)(1)	649151	6965	656116	3.37	548033	6915	554948	2.85	(0.52)



Category of Shareholder			es held at to		No.		held at the	e end	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change During the Year
2) Non-institutions									
Bodies Corporate	1114684	11665	1126349	5.80	965324	11395	976719	5.02	(0.78)
Individuals									
i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	5920671	421553	6342224	32.63	5805124	372593	6177717	31.77	(0.84)
<ul><li>ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.</li></ul>	2141823	NIL	2141823	11.02	2284040	NIL	2284040	11.75	0.73
Qualified Foreign Investor	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Any Other (NBFCs / Foreign National )	66983	NIL	66983	0.34	79758	NIL	79758	0.41	0.07
IEPF	126349	NIL	126349	0.65	133781	NIL	133781	0.69	0.04
Non Resident Indian	315233	22400	337633	1.74	295486	21760	317246	1.63	(0.11)
Trust	6664	NIL	6664	0.03	7225	NIL	7225	0.04	0.01
Sub-Total (B)(2)	9692407	455618	10148025	52.20	9570738	405748	9976486	51.32	(0.88)
Total Public Shareholding (B)= (B)(1)+(B)(2)	10341558	462583	10804141	55.57	10118771	412663	10531434	54.17	(1.4)
TOTAL (A)+(B)	18701097	462583	19163680	98.57	18751017	412663	19163680	98.57	0.00
C- 1 Shares held by Custodians and against which Depository Receipts have been issued									
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Sub-Total (C) (1)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
C-2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	276396	NIL	276396	1.42	276396	NIL	276396	1.42	0.00
Sub-Total (C) (2)	276396	NIL	276396	1.42	276396	NIL	276396	1.42	0.00
TOTAL -C1+C2	276396	NIL	276396	1.42	276396	NIL	276396	1.42	0.00
GRAND TOTAL (A)+(B)+(C)	18977493	462583	19440076	100	19027413	412663	19440076	100	0.00

## (ii) Shareholding of Promoters

SI. No.	Shareholder's Name	Shareho	olding at the of the Yea		Shar	Shareholding at the end of the year			
		No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total Shares	% change in share- holding during the year	
1	Aanchal Jaipuria Bhandari	91720	0.47	NIL	91720	0.47	NIL	0.00	
2	Abha Jaipuria	24200	0.12	NIL	24200	0.12	NIL	0.00	
3	Ambrish Jaipuria	402800	2.07	NIL	402800	2.07	NIL	0.00	
4	Ashok Jaipuria	470161	2.42	NIL	598528	3.08	NIL	0.66	
5	Yamini Kumar	1000	0.01	NIL	1000	0.01	NIL	0.00	
6	Andheri Properties & Finance Ltd.	622	0.00	NIL	622	0.00	NIL	0.00	
7	Hanuman Textile Manufacturing & Investment Company Ltd.	1280	0.01	NIL	1280	0.01	NIL	0.00	
8	Pravasi Enterprises Ltd.	131100	0.67	NIL	1100	0.01	NIL	(0.66)	
9	Sunrise Manufacturing Company Ltd.	2680	0.01	NIL	2680	0.01	NIL	0.00	
10	Ashok Jaipuria- Registered Owner C/o Gayatri & Annapurna - Beneficial Owner	7233876	37.21	NIL	7508216	38.62	NIL	1.41	
11	Ashok Jaipuria Private Trust	100	0.00	NIL	100	0.00	NIL	0.00	



## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI. No.	Name of Share holder	Shareholding at the beginning of the year					Cumulative Shareholding during the year		
		No. of shares	% of total shares of the Company	Date	Increase/ (decrease)	Reason	No. of shares	% of total shares of the Company	
1	Ashok Jaipuria	470161	2.42	01/04/2018 27/07/2018 03/08/2018 10/08/2018 17/08/2018 24/08/2018 05/10/2018 12/10/2018 31/03/2019	13500 45000 4244 10000 36623 8000 11000	Purchase Purchase Purchase Purchase Purchase Purchase	470161 483661 528661 532905 542905 579528 587528 598528 598528	2.42 2.49 2.72 2.74 2.79 2.98 3.02 3.08 3.08	
2	Pravasi Enterprises Ltd.	131100	0.67	01/04/2018 15/06/2018 31/03/2019	131100 (130000)	Sale	131100 1100 1100	0.67 0.01 0.01	
3	Ashok Jaipuria- Registered Owner C/o Gayatri & Annapurna - Beneficial Owner	7233876	37.21	01/04/2018 22/06/2018 13/07/2018 27/07/2018 01/02/2019 08/02/2019 01/03/2019 08/03/2019 31/03/2019	7233876 130000 39708 21668 12639 17361 30564 22400	Purchase Purchase Purchase Purchase Purchase Purchase	7233876 7363876 7403584 7425252 7437891 7455252 7485816 7508216 7508216	37.21 37.88 38.08 38.20 38.26 38.35 38.51 38.62 38.62	

# (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SI. No.	Name of Share holder*		holding at the ing of the year	Cumulative Shareholding at the end of the year		
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1.	ANIL KUMAR GOEL	604000	3.10	604000	3.10	
2.	JM FINANCIAL SERVICES LIMITED	143510	0.74	189513	0.97	
3.	AEQUITAS EQUITY SCHEME I	0	0.00	141952	0.73	
4.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY (IEPFA)	126349	0.65	133781	0.69	
5.	NARIPPEN OBHRAI	90523	0.47	117953	0.61	
6.	GOVERNMENT OF THE PROVINCE OF ALBERTA MANAGED BY COMGEST S.A	110900	0.57	110900	0.57	
7.	NIRMAL BANG SECURITIES PVT. LTD.	104800	0.54	103043	0.53	
8.	LSV GLOBAL CONCENTRATED VALUE FUND, LP	0	0.00	67129	0.35	
9.	ASHNA SINGH	60000	0.31	60000	0.31	
10.	ANUBHA PAVAN MORARKA	59732	0.31	59732	0.31	

<sup>\*</sup> The shares of the Company are traded on daily basis and hence the date wise increase/decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.



# (v) Shareholding of Directors and Key Managerial Personnel:

SI. No.	Shareholding of each of the Directors and each		lding at the g of the year					Shareholding the year
	Key Managerial Personnel	No. of shares	% of total shares of the Company	Date	Increase/ (decrease)	Reason	No. of shares	% of total shares of the Company
1	Mr. Ashok Jaipuria							
	At the beginning of the year	470161	2.42	-	-	-	470161	2.42
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-	-	27/07/2018 03/08/2018 10/08/2018 17/08/2018 24/08/2018 05/10/2018 12/10/2018	13500 45000 4244 10000 36623 8000 11000	Purchase Purchase Purchase Purchase Purchase Purchase Purchase	483661 528661 532905 542905 579528 587528 598528	2.49 2.72 2.74 2.79 2.98 3.02 3.08
	At the End of the year	598528	3.08				598528	3.08
2	Mr. Anil Kumar Jain							
	At the beginning of the year	5010	0.03	-	-	-	5010	0.03
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):			08/06/2018 15/06/2018 22/06/2018 27/11/2018 10/12/2018	20 4606 374 (8) (2)	Purchase Purchase Purchase Sale Sale	5030 9636 10010 10002 10000	
	At the End of the year	10000	0.05				10000	0.05
3	Mr. H. K. Agrawal							
	At the beginning of the year	1000	0.00	-	-	-	1000	0.00
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-		-	-	-	-	
	At the End of the year	1000	0.00	-	-	-	1000	0.00
4	Mr. Rajeev Gupta							
	At the beginning of the year	10100	0.05	-	-	-	10100	0.05
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	-	-	-
	At the End of the year	10100	0.05	-	-	-	10100	0.05
5	Mr. H. N Sinor							
	At the beginning of the year	0	0.00	-	-	-	0	0.00
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	-	-	-
	At the End of the year	0	0.00	-	-	-	0	0.00



SI. No.	Shareholding of each of the Directors and each Key Managerial Personnel		lding at the g of the year					Shareholding the year
		No. of shares	% of total shares of the Company	Date	Increase/ (decrease)	Reason	No. of shares	% of total shares of the Company
6	Ms. Alpana Parida							
	At the beginning of the year	0	0.00	-	-	-	0	0.00
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	-	-	-
	At the End of the year	0	0.00	-	-	-	0	0.00
7	Mr. Ashish Guha							
	At the beginning of the year	9000	0.05	-	-	-	9000	0.05
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-		09/11/2018	(1500)	Sale	7500	0.04
	At the End of the year	7500	0.04	-	-	-	7500	0.04
8	Mr. Pratip Chaudhuri							
	At the beginning of the year	0	0.00	-	-	-	0	0.00
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-	•	-	-	-	-	-
	At the End of the year	0	0.00	-	-	-	0	0.00
9	Dr. Vivek Nangia							
	At the beginning of the year	0	0.00	-	-	-	0	0.00
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-	•	-	-	-	-	-
	At the End of the year	0	0.00	-	-	-	0	0.00
10	Mr. Anil Wadhwa							
	At the beginning of the year	0	0.00	-	-	-	0	0.00
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):							
	At the End of the year	0	0.00	-	-	-	0	0.00



SI. No.	Shareholding of each of the Directors and each		olding at the g of the year					Shareholding the year
	Key Managerial Personnel	No. of shares	% of total shares of the Company	Date	Increase/ (decrease)	Reason	No. of shares	% of total shares of the Company
11	Mr. Pankaj Poddar							
	At the beginning of the year	4749	0.02	-	-	-	4749	0.02
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-	•	-	-	-	-	-
	At the End of the year	4749	0.02	-	-	-	4749	0.02
12	Mr. Neeraj Jain							
	At the beginning of the year	1	0.00	-	-	-	1	0.00
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-	'	-	-	•	-	-
	At the End of the year	1	0.00	•	-	-	1	0.00
13	Ms. Jyoti Dixit							
	At the beginning of the year	1	0.00	•	-	•	1	0.00
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	-	-	-
	At the End of the year	1	0.00	-	-	-	1	0.00



### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Cr.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	501.01	-	-	501.01
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.09	-	-	2.09
Total (i+ii+iii)	503.10			503.10
Change in Indebtedness during the Financial Year				
Addition	136.34	-	-	136.34
Reduction	(98.45)	-	-	(98.45)
Net Change	37.89	-	-	37.89
Indebtedness at the end of the Financial Year				
i) Principal Amount	539.66	-	-	539.66
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1.33	-	-	1.33
Total (i+ii+iii)	540.99		-	540.99

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Cr.)

SI. No.	Particulars of Remuneration	Name of MD/\	Total Amount		
		CMD WTD			
		Mr. Ashok Jaipuria	Mr. Anil Kumar Jain		
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax  Act, 1961	1.62	1.37	2.99	
	<ul> <li>(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961</li> <li>(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961</li> </ul>	0.80	0.01	- 0.81	
2.	Stock Option	-	-	-	
3.	Sweat Equity	-	-	-	
4.	Commission - as % of profit - others, specify	1.12 -	- -	1.12 -	
5.	Others, please specify	0.44	0.10	0.54	
	Total (A)*	3.98	1.48	5.46	
	Ceiling as per the Act	₹ 7.55 Cr (being 10% of the Net Profit of the Company Calculated as per Section 198 of the Companies Act, 2013)			



### B. Remuneration to other directors:

### (1) Independent Directors

(₹ in Lakhs)

Name of Director	Fee for attending Board/Committee meetings	Commission	Others	Total	
Mr. H.K. Agrawal	3.75	4.72	-	8.47	
Mr. Rajeev Gupta	1.00	4.72		5.72	
Mr. Ashish Guha	2.75	4.72	-	7.47	
Mr. Pratip Chaudhuri	4.25	4.72	-	8.97	
Mr. H.N Sinor	2.50	4.72		7.22	
Dr. Vivek Nangia	2.25	4.72	-	6.97	
Mr. Anil Wadhwa	4.00	4.05	-	8.05	
Total (1)	20.50	32.37	-	52.87	
(2) Non Executive Directors					
Ms. Alpana Parida	2.25	4.72	-	6.97	
Total (2)	2.25	4.72	-	6.97	
Total (B)= (1) + (2)	22.75	37.09	-	59.84	
Ceiling as per the Act	₹ 75.52 Lakhs (being 1% of the Net Profits of the Company Calculated as per Section 198 of the Companies Act, 2013)				

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in Lakhs)

SI. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	CFO	CS
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	262.11 46.36	88.96 0.32 -	14.71 - -
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-
5.	Others, please specify	9.03	4.16	0.93
	Total*	317.50	93.44	15.64

<sup>\*</sup>Figures have been rounded off.

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES (Under Companies Act, 2013)

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.

<sup>\*</sup>These figures do not include Retiral Benefits, ESOP and reimbursements